

Attachment B - Articles of Organization and Certificate of Authority

See Attached

STATE OF ARIZONA  
ARTICLES OF ORGANIZATION

PAXX TELECOM, LLC.,  
A LIMITED LIABILITY COMPANY

AZ. CORP COMMISSION

FILED

1-088483P-8

AUG 13 1999

APPR

1999

DATE

M. Baines

8-13-99

1. **Name.** The name of the limited liability company is PAXX TELECOM, LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is PMB-238, 10105 E. Via Linda #103, Scottsdale, Arizona 85258.

3. **Agent for Service of Process.** JOHN F. GOODSON, 2025 North Third Street, Suite 200, Phoenix, AZ 85004, is appointed, and by his signature below accepts appointment, to act as the agent for service of process.

4. **Members at Time of Formation.** There are or will be two or more members at the time the limited liability company is formed. There are or will be non-voting and voting ownership interests in the company.

5. **Date of Dissolution, Continuation of Business.** The limited liability company will exist in perpetuity, unless sooner dissolved by law or action of the members. The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company.

5.a. **Management.** Management of the limited liability company is vested in a manager.


5.b. **Name and Address.** The name of the initial manager and his address at the time of formation of the limited liability company is AAA WORLD CALLING, INC. an Arizona Corporation, 11070 N 77<sup>th</sup> Street, Scottsdale, AZ 85260. The name and address of each member who owns a twenty percent (20%) or greater interest in the capital or profits of the company are:

SAAR TRUST II, dated April 1, 1999  
SUSANNE E SCHMIDT WAGNER and MELANIE H. SCHMIDT.  
Co-Trustees  
PMB-238  
10105 E. Via Linda #103  
Scottsdale, Arizona 85258

6. **Purpose.** The purpose of the company is to engage in business for any lawful purpose except banking and insurance. Specifically, the company intends to conduct the business of marketing telephone and other communication services.

7. **New Members.** New members may be admitted pursuant to the terms of a written agreement between existing members.


8. **Indemnification of Members, Officers, Management.** The Company shall indemnify and pay the expenses as incurred of an individual made a party to a proceeding because he is or was a manager, member, officer, or organizer of the Company or the Company's benefit/retirement plan against liability incurred in the proceedings if such person: (a) conducted himself or herself in good faith; (b) reasonably believed that his or her conduct was at least not opposed to the Company's or the employees'/retirement plan beneficiaries' best interest; and (c) had no reasonable cause to believe that his or her conduct was unlawful or of a criminal nature.

  
SIEGFRIED P. SCHMIDT, Organizer

  
HELGA E. SCHMIDT, Organizer

I, JOHN F. GOODSON, having been designated to act as Statutory Agent for PAXX TELECOM, LLC, hereby consent to act in that capacity until removed or my resignation is submitted in accordance with the Arizona Revised Statutes.

Dated: 6/15/99

  
JOHN F. GOODSON



## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

NOVEMBER 20, 2000

0048299-4

TCS CORPORATE SERVICES, INC.  
1 W OLD STATE CAPITAL PLZ805  
SPRINGFIELD, IL 62701-0000

RE PAXX TELECOM, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1998

George H. Ryan  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

*Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."*

**Illinois**  
**Limited Liability Company Act**  
**Application for Admission to Transact Business**

**[Redacted]**  
Must be typewritten  
*This space for use by Secretary of State*  
Date **11-20-2000**  
Assigned File # **0048-299-4**  
Filing Fee **\$400.00**  
Penalty **JB**  
Approved:

**FILED**  
NOVEMBER 20, 2000

LIMITED LIABILITY CO. DIV.  
JESSE WHITE  
SECRETARY OF STATE  
**PAID**  
NOVEMBER 20, 2000

1. Limited Liability Company name: PAXX TELECOM, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 86-0961365
4. Jurisdiction of Organization: Arizona
5. Date of Organization: August 13, 1999
6. Period of Duration: Perpetual  
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  
  

<u>14201 N. Hayden Road</u>		<u>A3</u>
Number	Street	Suite
<u>Scottsdale</u>	<u>Arizona</u>	<u>85260</u>
City/State	ZIP Code	County
		<u>Maricopa</u>
8. Registered agent: TCS Corporate Services, Inc.  

First Name	Middle Name	Last Name
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Registered Office: One West Old State Capital Plaza Ste. 805  

Number	Street	Suite #
<u>Springfield</u>	<u>SAN CAMILLO</u>	<u>62701</u>
City	County	ZIP Code
	<u>Illinois</u>	

  
(P.O. Box or c/o are unacceptable)
9. The date on which this foreign LLC first did business in Illinois: upon qualification

**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

**Provide Telecommunication Services**

11. The limited liability company is managed by:

☒ manager(s)  
☐ vested in member(s)

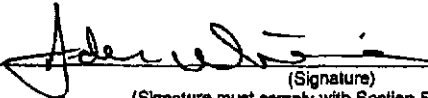
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 17 October, 19 2000

  
(Signature)

(Signature must comply with Section 5-45 of ILLCA)

JOHN WINTERM  
(Type or print name and title)

\_\_\_\_\_  
\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules